

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 2, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MACK-CALI REALTY CORPORATION
(Exact Name of Registrant as Specified in its Charter)

MARYLAND
(State or Other Jurisdiction of Incorporation)

22-3305147
(I.R.S. Employer Identification Number)
11 COMMERCE DRIVE
CRANFORD, NEW JERSEY 07016
(908) 272-8000
(Address, Including Zip Code, and Telephone Number, Including Area Code, of
Registrant's Principal Executive Offices)

ROGER W. THOMAS
GENERAL COUNSEL
11 COMMERCE DRIVE
CRANFORD, NEW JERSEY 07016
(908) 272-8000
(908) 272-6755 (FACSIMILE)
(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent For Service)

COPIES TO:
BLAKE HORNICK, ESQ.
PRYOR CASHMAN SHERMAN & FLYNN LLP
410 PARK AVENUE
NEW YORK, NEW YORK 10022
(212) 421-4100
(212) 326-0806 (FACSIMILE)

Approximate date of commencement of proposed sale of the securities to the public: From time to time after the Registration Statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, check the following box. / /

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. /X/

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If this form is a post-effective amendment filed pursuant to Rule 462(c)

under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If delivery of the Prospectus is expected to be made pursuant to Rule 434, check the following box. / /

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED*	PROPOSED MAXIMUM OFFERING PRICE PER SHARE**	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE**	AMOUNT OF REGISTRATION FEE**
-	-	-	-	-
<S>	<C>	<C>	<C>	<C>
Common Stock (\$0.01 par value)...	5,700,000 shares	N/A	N/A	N/A

</TABLE>

* All of the securities registered hereby are issuable under the Registrant's Dividend Reinvestment And Stock Purchase Plan.

** Previously Filed.

THE REGISTRANT HEREBY AMENDS THE REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION ACTING PURSUANT TO SAID SECTION 8(A) MAY DETERMINE.

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EXPLANATORY NOTE

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-3 is being filed for the sole purpose of filing exhibits that, due to technical difficulties in the filing of Post-Effective Amendment No. 1 to the Registration Statement on Form S-3, were inadvertently excluded from such Post-Effective Amendment No. 1.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Our officers and directors are indemnified under Maryland law, our charter and the Amended and Restated Agreement of Limited Partnership of Mack-Cali Realty, L.P. (the "Partnership Agreement of Mack-Cali Realty, L.P."), against certain liabilities. Our charter requires us to indemnify our directors and officers to the fullest extent permitted from time to time by the laws of the State of Maryland. Our bylaws contain provisions which implement the indemnification provisions of our charter.

The Maryland General Corporation Law ("MGCL") permits a corporation to indemnify its directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made a party by reason of their service in those capacities unless it is established that the act or omission of the director or officer was material to the matter giving rise to the proceeding and was committed in bad faith or was the result of active and deliberate dishonesty, or the director or officer actually received an improper personal benefit in money, property or services, or in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful, or the director or officer was adjudged to be liable to the corporation for the act or omission. No amendment of our charter shall limit or eliminate the right to indemnification provided with respect to acts or omissions occurring prior to such amendment or repeal. Maryland law permits us to provide indemnification to an officer to the same extent as a director, although additional indemnification may be provided if such officer is not also a director.

The MGCL permits the charter of a Maryland corporation to include a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages, with specified exceptions. The MGCL does not, however, permit the liability of directors and officers to

the corporation or its stockholders to be limited to the extent that (1) it is proved that the person actually received an improper benefit or profit in money, property or services (to the extent such benefit or profit was received) or (2) a judgment or other final adjudication adverse to such person is entered in a proceeding based on a finding that the person's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding. Our charter contains a provision consistent with the MGCL. No amendment of our charter shall limit or eliminate the limitation of liability with respect to acts or omissions occurring prior to such amendment or repeal.

The Partnership Agreement of Mack-Cali Realty, L.P. also provides for indemnification of us and our officers and directors to the same extent indemnification is provided to our officers and directors in our charter, and limits the liability of us and our officers and directors to Mack-Cali Realty, L.P. and its partners to the same extent liability of our officers and directors to our stockholders is limited under our charter.

In addition, the Delaware Revised Limited Partnership Act provides that a limited partner has the power to indemnify and hold harmless any partner or other person from and against any and all claims and demands whatsoever, subject to such standards and restrictions, if any, as are set forth in its partnership agreement.

We have entered into indemnification agreements with each of our directors and officers. The indemnification agreements require, among other things, that we indemnify our directors and officers to the fullest extent permitted by law, and advance to the directors and officers all related expenses, subject to reimbursement if it is subsequently determined that indemnification is not permitted. We also must indemnify and advance all expenses incurred by directors and officers seeking to enforce their rights under the indemnification agreements, and cover directors and officers under our directors'

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and officers' liability insurance. Although the form of indemnification agreement offers substantially the same scope of coverage afforded by provisions of our charter and bylaws and the Partnership Agreement of Mack-Cali Realty, L.P., it provides greater assurance to directors and officers that indemnification will be available, because, as a contract, it cannot be modified unilaterally in the future by the Board of Directors or by the stockholders to eliminate the rights it provides.

ITEM 16. EXHIBITS.

<TABLE>

<CAPTION>

EXHIBIT NO.

DESCRIPTION

- - - - -

- - - - -

<S>

<C>

4.1	Form of Common Stock certificate(1)
5.1*	Opinion of Ballard Spahr Andrews & Ingersoll LLP regarding the validity of the common stock being registered
8.1*	Opinion of Pryor Cashman Sherman & Flynn LLP regarding tax matters
23.1*	Consent of Ballard Spahr Andrews & Ingersoll, LLP
23.2*	Consent of Pryor Cashman Sherman & Flynn LLP
23.3*	Consent of PricewaterhouseCoopers LLP
24.1*	Power of Attorney (see signature page)
99.1*	Form of Enrollment Authorization Form
99.2*	Form of Initial Investment Form
99.3	Form of Request for Waiver Form
99.4	Form of Broker and Nominee Form
99.5	Form of Direct Registration Transfer Instruction Form

</TABLE>

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(1) Incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 filed with the Securities and Exchange Commission on January 16, 1998.

* Previously filed.

ITEM 17. UNDERTAKINGS.

We, the undersigned Registrant, hereby undertake:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

We hereby further undertake that, for the purposes of determining any liability under the Securities Act of 1933, each filing of our annual reports pursuant to Section 13(a) or Section 15(d) of

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the Securities Exchange Act of 1934 that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

We hereby further undertake that:

(1) For the purpose of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance under Rule 430A and contained in a form of prospectus filed by us pursuant to Rule 424(b)(1) or 497(h) under the Securities Act of 1933 shall be deemed to be part of this registration statement at the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by us of expenses incurred or paid by one of our directors, officers or controlling persons in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by us is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, we certify that we have reasonable grounds to believe that we meet all the requirements for filing on Form S-3 and have duly caused this registration statement to be signed on our behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on this 1st day of May, 2001.

<TABLE>
<S>

<C> <C>
MACK-CALI REALTY CORPORATION

By: /s/ MITCHELL E. HERSH

Mitchell E. Hersh
CHIEF EXECUTIVE OFFICER

</TABLE>

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Mitchell E. Hersh, Timothy Jones, Roger W. Thomas or Barry Lefkowitz or any one of them, his or her attorneys-in-fact and agents, each with full power of substitution and resubstitution for him or her

in any and all capacities, to sign any or all amendments or post-effective amendments to this registration statement or a registration statement prepared in accordance with Rule 462 of the Securities Act of 1933, as amended, and to file the same, with exhibits thereto and other documents in connection herewith or in connection with the registration of the offered securities under the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his or her substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<TABLE>
<CAPTION>

SIGNATURE -----	TITLE -----	DATE ----
<C> /s/ MITCHELL E. HERSH ----- Mitchell E. Hersh	<S> Chief Executive Officer and Director	<C> May 1, 2001
/s/ BARRY LEFKOWITZ ----- Barry Lefkowitz	Executive Vice President and Chief Financial Officer	May 1, 2001
/s/ ROGER W. THOMAS* ----- William L. Mack	Chairman of the Board	May 1, 2001
/s/ ROGER W. THOMAS* ----- John J. Cali	Chairman Emeritus	May 1, 2001
/s/ ROGER W. THOMAS* ----- Brendan T. Byrne	Director	May 1, 2001
----- John R. Cali	Director	May 1, 2001

</TABLE>

* attorney-in-fact

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<TABLE>
<CAPTION>

SIGNATURE -----	TITLE -----	DATE ----
<C> ----- Nathan Gantcher	<S> Director	<C> May 1, 2001
/s/ ROGER W. THOMAS* ----- Martin D. Gruss	Director	May 1, 2001
/s/ ROGER W. THOMAS* ----- Earle I. Mack	Director	May 1, 2001
/s/ ROGER W. THOMAS* ----- Alan G. Philibosian	Director	May 1, 2001
/s/ ROGER W. THOMAS* ----- Irvin D. Reid	Director	May 1, 2001
/s/ ROGER W. THOMAS* ----- Vincent Tese	Director	May 1, 2001
----- Robert F. Weinberg	Director	May 1, 2001
----- Roy J. Zuckerberg	Director	May 1, 2001

</TABLE>

* attorney-in-fact

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EXHIBIT INDEX

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</TABLE>

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* Previously filed.

REQUEST FOR WAIVER

MACK-CALI REALTY CORPORATION
DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN

TO: Mack-Cali Realty Corporation
11 Commerce Drive
Cranford, NJ 07016

DATED _____

TELEPHONE: (908) 272-8000
FAX NUMBER: (908) 272-6755

This form is to be used only by participants in the Mack-Cali Realty Corporation Dividend Reinvestment and Stock Purchase Plan who are requesting authorization from Mack-Cali Realty Corporation to make an optional cash payment under the Plan in excess of the \$5,000.00 monthly maximum limit.

A new form must be completed each month the Participant wishes to make an optional cash payment in excess of the \$5,000.00 monthly maximum limit. This form will not be accepted by Mack-Cali Realty Corporation unless it is completed in its entirety.

The Participant submitting this form hereby certifies that (i) the information contained herein is true and correct as of the date of this form; (ii) the Participant has received a current copy of the Prospectus relating to the Plan; (iii) the optional cash payment is being made by and on behalf of the Participant for its own account; and (iv) the Participant shall submit a copy of this Request for Waiver (approved by Mack-Cali Realty Corporation) to EquiServe, L.P. via facsimile number 1-201-222-4758, at the same time an Authorization Form and the optional cash payments are submitted by the Participant.

Shares acquired through the Plan will be held in an account with EquiServe, L.P., as Plan Administrator. Participants wishing delivery of shares could contact EquiServe, L.P. at 1-201-222-4608.

----- Participant's Signature	----- Social Security Number(s)	----- Date
----- Participant's Signature	----- Address	
----- Print name as it appears on share certificate	----- City	----- State
----- Optional Cash Payment Amount Requested	----- Phone Number	----- Zip
----- \$	----- Facsimile Number	

MACK-CALI REALTY CORPORATION
 BROKER AND NOMINEE FORM
 DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN

When completed and signed, this form should be
 mailed to:

Mack-Cali Realty Corporation
 Dividend Investment and Stock Purchase Plan
 c/o EquiServe, L.P.
 P.O. Box 2598
 Jersey City, New Jersey 07303-2598

As provided in the Prospectus relating to the Mack-Cali Realty Corporation Dividend Reinvestment and Stock Purchase Plan (the "Plan"), this form is to be used only by a broker, bank or other nominee making an optional cash investment or initial cash investment under the Plan on behalf of one or more beneficial owners whose shares are held in the name of a securities depository.

The broker, bank or other nominee submitting this form hereby certifies that (a) the information contained herein is true and correct as of the date of this form; (b) a current copy of the prospectus has been delivered to each beneficial owner on whose behalf the optional cash investment listed below is being transmitted; and (c) either (i) the amount of the optional cash investment listed below does not exceed \$5,000 for each beneficial owner represented of (ii) this form is accompanied by a completed Request for Waiver approved by Mack-Cali Realty Corporation relating to the applicable investment date.

A new Broker and Nominee Form must be completed and submitted each month that an optional cash investment is submitted. For further information about the Plan, please call Shareholder Customer Service at:

(800) 317-4445 (within the United States and Canada)
 (201) 324-0313 (outside the United States and Canada)

<TABLE>	
<S>	<C>
-----	-----
DATE	TITLE OF ACCOUNT TO WHICH SHARES ARE TO BE CREDITED
-----	-----
NAME OF DEPOSITORY PARTICIPANT SUBMITTING PAYMENT	ADDRESS
-----	-----
PARTICIPANT NUMBER WITH DEPOSITORY	TAX ID NUMBER
-----	-----
CONTACT	PHONE
-----	-----
NAME OF DEPOSITORY	
-----	-----
NUMBER OF BENEFICIAL OWNERS REPRESENTED	TOTAL OPTIONAL CASH INVESTMENT AMOUNT
</TABLE>	

Method of Payment _____ Check _____ Money Order _____ Other*
 (Specify) _____

*Payment by other than check or money order requires the approval of Mack-Cali Realty Corporation

Method of Investment Full Dividend Reinvestment
 Partial Dividend Reinvestment (Specify)
 Optional Cash Investments Only

Signature:
 Name of Broker, Bank or Other Nominee
 By:
 Name:

MACK-CALI REALTY CORPORATION

DIRECT REGISTRATION TRANSFER INSTRUCTION FORM

DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN

FOR USE BY "STREET NAME" SHAREHOLDERS OF MACK-CALI REALTY CORPORATION

Dear "Street Name" Shareholder:

Mack-Cali Realty Corporation's common stock is Direct Registration System eligible. What this means is that you can now take advantage of the newest form of book-entry share registration--Direct Registration. Direct Registration allows you to register your shares on the books of Mack-Cali Realty Corporation and keep your broker account information intact. This provides you with total portability should you wish to sell your shares either through your broker or through Mack-Cali Realty Corporation. In addition, once your broker initiates your Direct Registration transfer, you are eligible as a registered shareholder to participate in Mack-Cali Realty Corporation's direct stock purchase plan.

If you want to transfer any of your "street name" shares to Direct Registration, you can either:

1. Call your broker and provide him or her with the following information and instructions or
2. Fill out the form below with the information known to you and present it to your broker.

DIRECT REGISTRATION INSTRUCTIONS

Authorization and instructions to my broker to transfer _____ of my shares from "street name" to a registered position through the Direct Registration System. This transfer should be processed by my broker via the Night Auto Withdrawal-By-Transfer (NWTI) function through the Depository Trust Company (DTC) coded as a "S" transaction.

NAME: _____

ADDRESS: _____

SOCIAL SECURITY OR TAX ID#: _____

BROKER/DEALER ACCOUNT #: _____

COMPANY:..... Mack-Cali Realty Corporation

CUSIP #:..... 554489 10 4

ISSUE:..... Common Stock

BROKER/DEALER NAME: _____

BROKER./DEALER ID #: _____

<TABLE>

<S>

<C>

TRANSFER AGENT:..... EquiServe, L.P.

TRANSFER AGENT TELEPHONE #:..... (800) 317-4445 (within the United States and Canada)
(201) 324-0313 (outside the United States and Canada)

</TABLE>

SIGNATURE OF "STREET NAME" OWNER:

DATE:
